



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS 2nd DAY AIR

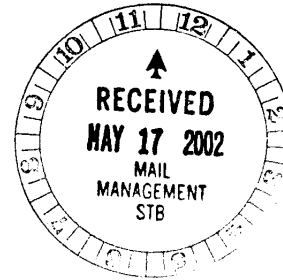
May 15, 2002

RECORDATION NO. 21740-B FILED

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

MAY 17 '02 1:34 PM

SURFACE TRANSPORTATION BOARD



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated May 1, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21740.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Conagra, Inc. d/b/a Lamb Weston, Inc.
8701 Gage Blvd.
Kennewick, WA 99336-1034

A description of the railroad equipment covered by the enclosed document is twenty-nine (29) 70' Plate "F" cryogenic boxcars, with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Conagra, Inc. d/b/a Lamb Weston, Inc., Lessee, covering twenty-nine (29) 70' Plate "F" cryogenic boxcars, with FURX marks (see Exhibit A for car numbers).

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone
Manager of Documentation

Enclosures

(CONA028)

RECORDATION NO. 21740-B FILED

ASSGN. NO. CONA028

MAY 17 '02 1:34 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 1st day of May, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Conagra, Inc. ("Lessee"), a Nebraska corporation, dba Lamb Weston, Inc., an operating company of Conagra, Inc.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of December 20, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 15 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of December 26, 2001 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR

Title: Vice President Sales & Marketing

By: Amy Carone

Name: AMY CARONE

Title: Mgr. of Documentation

Executed on this 1st day of May, 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 1st day of May, 2002.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE: : CONAGRA, INC., dba Lamb Weston, Inc., an operating company of Conagra, Inc.

By: M. Sampson
Name: Murk Sampson
Title: Director of Logistics

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this 22nd day of April, 2002.

[CORPORATE SEAL]

STATE OF Washington
COUNTY OF Benton

I, Nicola Ann Mackan, a Notary Public of the County and State aforesaid, certify that Murk Sampson personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22 day of April, 2002.

Nicola Ann Mackan
Notary Public

Commission Expires:

6-1-2005
(Notary Public)

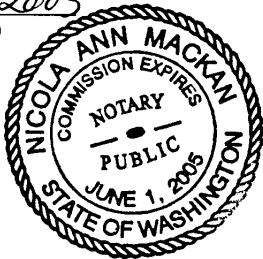


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-nine (29)

DESCRIPTION OF CARS: 70' Plate "F" cryogenic boxcars, 1996 built, 286,000 GWR, 6854 cu.ft. capacity

CAR NUMBERS:

FURX	690000
FURX	690001
FURX	690002
FURX	690003
FURX	690004
FURX	690005
FURX	690007
FURX	690008
FURX	690009
FURX	690010
FURX	690011
FURX	690012
FURX	690013
FURX	690014
FURX	690015
FURX	690016
FURX	690017
FURX	690018
FURX	690019
FURX	690020
FURX	690021
FURX	690022
FURX	690023
FURX	690024
FURX	690025
FURX	690026
FURX	690027
FURX	690028
FURX	690029
Count:	29